JOIN THE REVOLUTION

YOST
MEDINA
VLASCO
CURIEL

016

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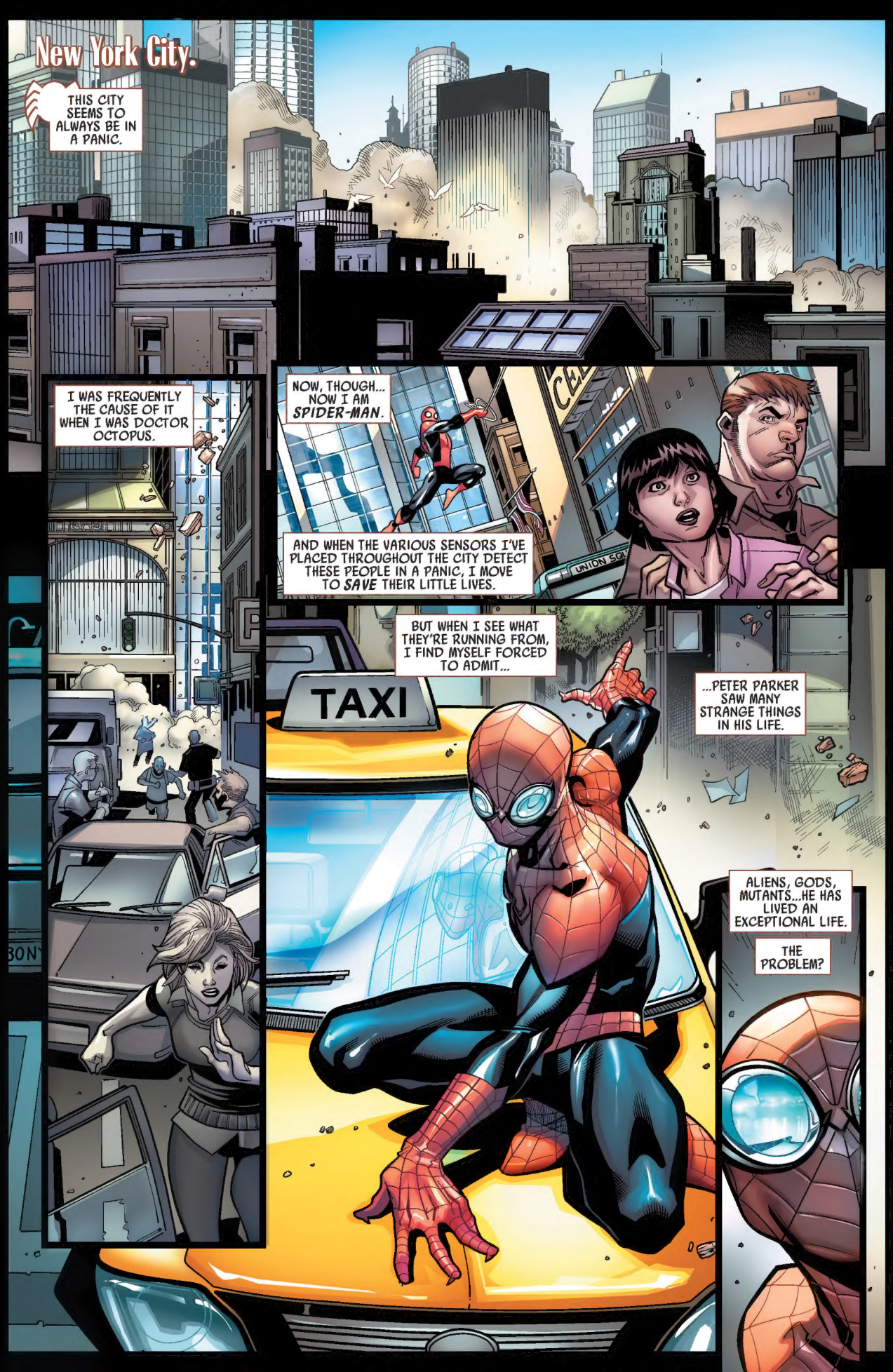
New York City.
THIS CITY SEEMS TO ALWAYS BE IN A PANIC.
I WAS FREQUENTLY THE CAUSE OF IT WHEN I WAS DOCTOR OCTOPUS.
NOW, THOUGH... NOW I AM SPIDER-MAN.
AND WHEN THE VARIOUS SENSORS I'VE PLACED THROUGHOUT THE CITY DETECT THESE PEOPLE IN A PANIC, I MOVE TO SAVE THEIR LITTLE LIVES.
UNION SQU
BUT WHEN I SEE WHAT THEY'RE RUNNING FROM, I FIND MYSELF FORCED TO ADMIT...
TAXI
...PETER PARKER SAW MANY STRANGE THINGS IN HIS LIFE.
ALIENS, GODS, MUTANTS...HE HAS LIVED AN EXCEPTIONAL LIFE.
THE PROBLEM?

NYPD
IT'S MY LIFE NOW.

OTTO OCTAVIUS, the villain known as DOCTOR OCTOPUS, was dying. In order to cheat death, he used his skills as a mad scientist to swap minds with his greatest enemy, PETER PARKER, the spectacular SPIDER-MAN.
However, the transfer gave Octavius MORE than just SPIDER-MAN'S great powers, it gave him PARKER'S experiences as well… including the lesson of great responsibility! Now Otto Octavius is beginning a NEW life as a hero—possibly the greatest hero of all. He is the--

THE SUPERIOR SPIDER-MAN

The Jean Grey School for Higher Learning was founded to teach mutants born with superpowers how to survive in a world that fears and hates them. Those heroic teachers are

WOLVERINE and the X-MEN

AVENGING SPIDER-MAN

PREVIOUSLY...

Peter Parker died and no one knows Doc Ock is now Spider-Man in Peter Parker's body. He's trying to be a hero. Mutants were almost extinct. Now they aren't.

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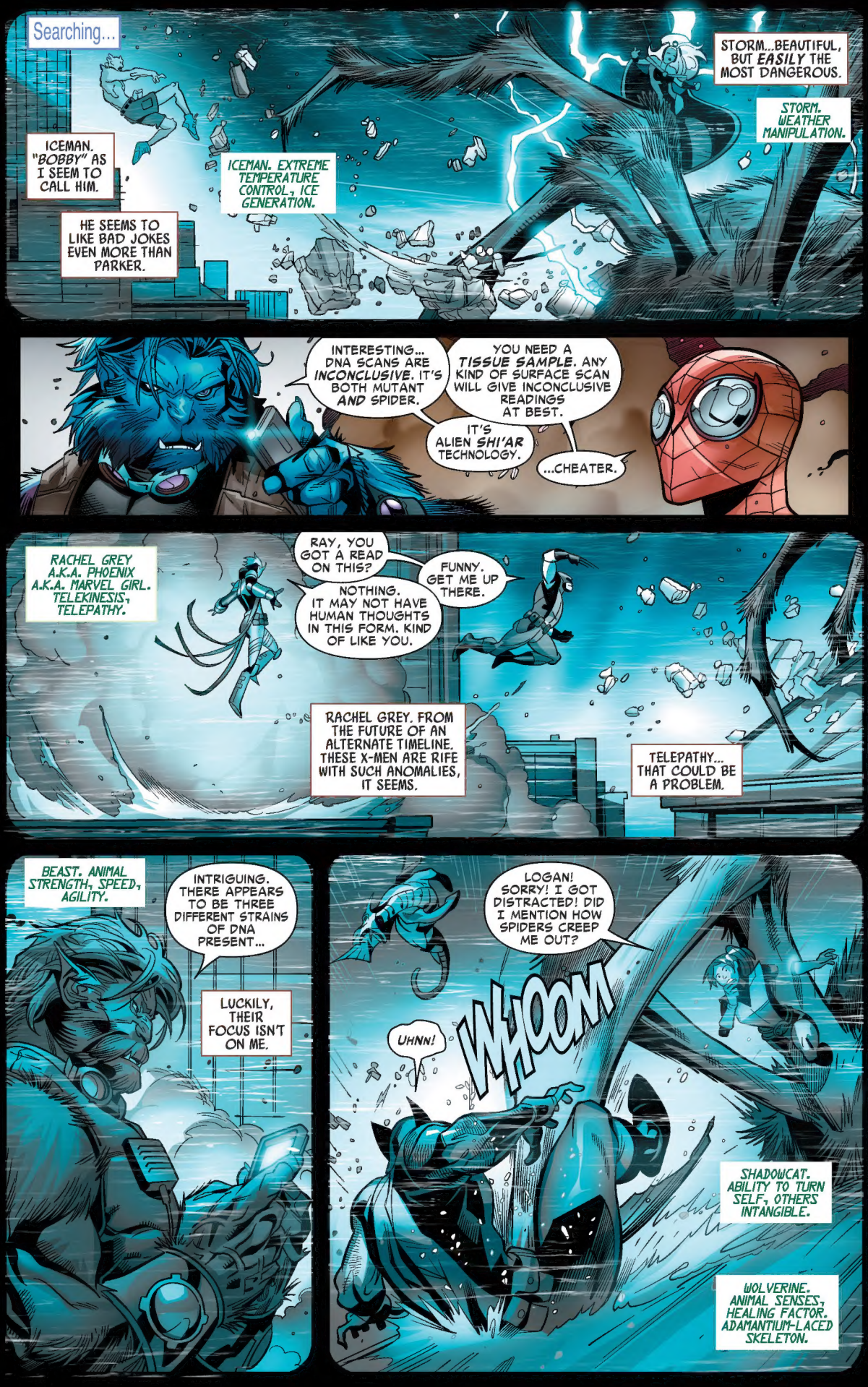
SUPER VILLAINS I KNOW. I WAS ONE. BUT THIS...THIS I MAY HAVE TO RETHINK.
JAMESON'S ANTI-SPIDER-MAN PATROLS ARE ENGAGING THE THING...FOR ALL THE GOOD IT DOES.
TARGET AND INITIATE ANALYSIS...
Searching...
argiope aurantia
HMPH. A GARDEN SPIDER.
THERE IS IRONY HERE.
I DESTROYED SPIDER-MAN.
NOW I GET TO KILL HIS NAMESAKE... ALL IN THE NAME OF GOOD.
SHROPP!
AAAHH!
THE MONSTER THROWS ME OFF. I WASN'T CONCENTRATING...SHOULD HAVE STUCK TO ITS BODY BEFORE ATTACKING.
MY MIND STILL OVERRIDES THIS BODY'S MUSCLE REFLEXES AT TIMES.

UHN!
NOTE TO SELF...
LISTEN TO BODY MORE.
FINE. OBVIOUSLY THIS IS NO MERE GARDEN SPIDER. A REMNANT FROM THE SPIDER-ISLAND OUTBREAK, PERHAPS?
NO MATTER. AS I AM NOT ABLE TO STEP ON THIS SPIDER AS IT DESERVES...
NOPE! BUT YOU CAN SEE WHY HE MIGHT THINK THAT AFTER ASM #670 --EPIDEMIC ELLIE.
...I AM ONCE MORE FORCED TO IMPROVISE.
WHAT--?!
NYPD
HEY!
ONE SIDE, IMBECILES!
AHH... FRIENDLY BANTER.
ALL RIGHT, YOU MONSTROSITY... PREPARE TO MEET YOUR--

?
WHAT IN THE NAME OF--
THE SPIDER... IT HAS HUMAN EYES.
UNEXPECTED.
HMPH.
WELL, NEVERTHELESS, THE CREATURE IS A THREAT TO THE PEOPLE OF THIS CITY. THEREFORE, IT MUST BE PUT DOWN.
THE DIE IS CAST!
KRA-KOOOM!
DAMN THESE INTERRUPTIONS! WAS THAT LIGHTNING? THE SKY IS CLEAR.
AND DID IT JUST GET COLDER?
WHOOOSH!
WAAAH!!
THIS IS MADNESS!

I WILL NOT STAND FOR THIS...THIS INSANITY!
NEWS FLASH, WEBS! YOU'RE NOT STANDING.
HURF!
OUR PARDON, SPIDER-MAN, BUT AS LUDICROUS AS IT SOUNDS...
THIS SPIDER IS A JOB FOR THE X-MEN!

THE X-MEN...AN ALWAYS POSING COLLECTION OF SELF-STYLED *MUTANT HEROES.*
THE NEXT STEP IN EVOLUTION, THEY SAY... *HOMO SUPERIOR.*
GENETIC FREAKS, FAR MORE LIKELY.
NO, FOR REAL...IS THIS YOUR *PET* OR SOMETHING? DO YOU HAVE A LICENSE FOR IT?
I'VE NEVER BOTHERED MYSELF WITH THEIR ILK BEFORE...
I'VE GOT ITS LEG!
UM. IF SOMEONE COULD GRAB THE OTHER SEVEN...?
...BUT PARKER KNOWS THEM. HE'S FOUGHT BESIDE THEM.
HE'S FOUGHT THEM, TOO.
AAAHH!
GOOD LORD... THEY NEARLY DESTROYED EVERYTHING IN THEIR RECENT BATTLE AGAINST THE AVENGERS.
EASY THERE, BOYS. I'VE GOT YOU.
BUT YOU MAY WANT TO TAKE COVER.
HANK, FIGURE IT OUT!
AND YOU!
ME?
STAY OUT OF THIS!
HOMO SUPERIOR...? PLEASE.


Searching...
ICEMAN. "BOBBY" AS I SEEM TO CALL HIM.
HE SEEMS TO LIKE BAD JOKES EVEN MORE THAN PARKER.
ICEMAN. EXTREME TEMPERATURE CONTROL, ICE GENERATION.
STORM...BEAUTIFUL, BUT EASILY THE MOST DANGEROUS.
STORM. WEATHER MANIPULATION.
INTERESTING... DNA SCANS ARE INCONCLUSIVE. IT'S BOTH MUTANT AND SPIDER.
YOU NEED A TISSUE SAMPLE. ANY KIND OF SURFACE SCAN WILL GIVE INCONCLUSIVE READINGS AT BEST.
IT'S ALIEN SHI'AR TECHNOLOGY.
...CHEATER.
RACHEL GREY A.K.A. PHOENIX A.K.A. MARVEL GIRL. TELEKINESIS, TELEPATHY.
RAY, YOU GOT A READ ON THIS?
FUNNY. GET ME UP THERE.
NOTHING. IT MAY NOT HAVE HUMAN THOUGHTS IN THIS FORM. KIND OF LIKE YOU.
RACHEL GREY. FROM THE FUTURE OF AN ALTERNATE TIMELINE. THESE X-MEN ARE RIFE WITH SUCH ANOMALIES, IT SEEMS.
TELEPATHY... THAT COULD BE A PROBLEM.
BEAST. ANIMAL STRENGTH, SPEED, AGILITY.
INTRIGUING. THERE APPEARS TO BE THREE DIFFERENT STRAINS OF DNA PRESENT...
LUCKILY, THEIR FOCUS ISN'T ON ME.
LOGAN! SORRY! I GOT DISTRACTED! DID I MENTION HOW SPIDERS CREEP ME OUT?
WHOOM
UHNN!
SHADOWCAT. ABILITY TO TURN SELF, OTHERS INTANGIBLE.
WOLVERINE. ANIMAL SENSES, HEALING FACTOR. ADAMANTIUM-LACED SKELETON.

SOME KIND OF BIO-ENERGY BUILDING UP INSIDE THE CREATURE...
THREE DIFFERENT STRAINS OF DNA... GOOD LORD.
STORM...
MOVE YOUR PEOPLE.
WHAT?
GET STORM OUT OF THE WAY.
NOW!
SHRACK!
AAAHH!

THE ARROGANCE. THAT MUST BE WHAT THE "SUPERIOR" IN "HOMO SUPERIOR" IS REFERRING TO.
TO THINK THEY TOLD ME TO SIT THIS OUT.
GOT YOU, STORMY!
HNN... THANK... THANK YOU...
...DID I JUST SAY THAT?
WHOA! WASN'T EXPECTING THAT.
NOR I. IT WOULD SEEM THAT SPIDER-MAN DID, THOUGH.
IT WOULD SERVE THEM ALL RIGHT IF I DID LEAVE THEM TO THIS.
THIS CREATURE IS MORE THAN MEETS THE EYE. AS IF SIMPLY BEING A 30-FOOT-TALL SPIDER WASN'T ENOUGH.
THE ENERGY BLAST IS SOME KIND OF MUTANT POWER. THE BLUE APE OR CAT OR WHATEVER IT IS...IT MENTIONED THREE STRAINS OF DNA.
SPIDER, OBVIOUSLY. MUTANT WOULD SEEM A SURE BET. AND THE THIRD?
HA, LOOK. AT LEAST ONE OF THEM SHUT UP.
SOMEBODY GET GREY OUT OF THAT!
SHE HAS TO MAKE CONTACT WITH THIS THING!
FWOOSH!
SHRIP!
ORORO... ARE YOU OKAY?
YES... THANKS TO SPIDER-MAN.
DO NOT MENTION IT.
I'M GOING TO GO PUT THIS THING OUT OF ITS MISERY NOW, IF THAT'S ALRIGHT WITH EVERYBODY.
SURE, I--WAIT, WHAT?!

UH, SPIDEY? YOU MIGHT WANT TO TAKE COVER, THE GIANT SPIDER IS SHOOTING EYE BEAMS NOW.
THANKS FOR THE UPDATE. I HADN'T NOTICED.
SPIDER-MAN SEEMS A LITTLE EDGY.
PERHAPS IT'S THE GIANT MUTANT SPIDER SHOOTING EYE BEAMS AT HIM?
LANDING ON THE ARACHNID'S HEAD.
THAT'S WHAT I SAID! WHAT DO YOU THINK HE'S DOING NOW?
THE OL' "WEB IN THE EYES" TRICK?
ONE WOULD ASSUME. ONE WOULD ALSO ASSUME THAT THOSE BLASTS WON'T BE CONTAINED BY HIS WEBBING.
"BUT STILL, YOU HAVE TO ADMIRE HIS SPIRIT. NO DOUBT HE HAS A PLAN."
YES, YOU SWARTHY BLUE- FURRED MONSTER...
...I DO.
KRACK!
SKEEEEE--!
SON OF A--
NO!
WHAT IS HE DOING?! WE'RE SUPPOSED TO BE CONTAINING IT, NOT KILLING IT!

THAT GOT ITS ATTENTION.
NOW TO FINISH IT.
STORM!
WE NEED A CHANGE IN AIR PRESSURE! NOW!
WHAT IS HE DOING?
I AM NOT QUITE SURE.
BUT THIS IS SPIDER-MAN. I THINK WE OWE HIM THE BENEFIT OF THE DOUBT.
I SEE THE MUTANT RISE UP INTO THE SKY, WIND CARRYING HER.
IT FEELS RIGHT THAT THEY OBEY ME.
AND NOW, FOR THE COUP DE GRACE...

AAAAAND DONE.
YOU'RE WELCOME.
YOU! GET OVER HERE!
WHAT THE FLAMIN' HELL DO YOU THINK YOU'RE PLAYING AT?!
WOLVERINE...
DON'T YOU EVER TOUCH ME!
HNN!

WOLVERINE ATTACKS WITH ALL THE FEROCITY THAT PETER PARKER'S MEMORIES TELL ME HE WOULD.
HE KEEPS THE CLAWS SHEETHED, PERHAPS OUT OF SOME MISGUIDED IDEA OF FRIENDSHIP.
RRRAAAA!
HIS SAVAGENESS, HIS SPEED..
I DO NOT RETURN THE FAVOR.
SHRIPP!
EVER SINCE THEY MET, WOLVERINE HAS ANNOYED PARKER.
I SEE IT ALL...THE CONDESCENDING TONE, THE SNIDE REMARKS...
HURRR!
I SIMPLY WILL NOT HAVE IT.
I'M STRONGER. FASTER. SMARTER.
SUPERIOR IN EVERY WAY.
HURK!
AND IT IS WELL PAST TIME...

...THAT I SHOWED HIM.
WOW.
UH, GUYS?
REMEMBER THE GIANT SPIDER GOING ON A RAMPAGE? WANT TO FOCUS HERE?
THE SPIDER?
I'VE ALREADY TAKEN CARE OF IT.
THOOOOM!
KRAKA

YOU KILLED IT!
NO. IT'S ALIVE. JUST STUNNED.
OH. NEVER MIND, THEN. NICE WORK!
HOW DID YOU DO THAT?
SIMPLE ARACHNID PHYSIOLOGY.
A *CONCUSSIVE SHOCKWAVE* THROUGH THE EXOSKELETON NEAR THE CREATURE'S BRAIN, COMBINED WITH THE SPIDER'S SENSITIVITY TO CHANGES IN AIR PRESSURE PUT IT INTO SHOCK.
THE FINAL STRIKE TO THE CIRCULATION SYSTEM PUT IT DOWN, ALTHOUGH THE REACTION WAS *DELAYED* GIVEN ITS SIZE.
HEY, COME ON. I *AM* SPIDER-MAN.
I'VE SPENT A LOT OF TIME STUDYING SPIDERS.
BEAST... LOOK.

THAT... LOOKS A LOT LESS LIKE A SPIDER.
GUYS... SOMETHING'S WRONG. HER MIND...
...IT'S GONE.
IT'S POSSIBLE SHE WAS INJURED...
NO, IT'S LIKE... IT'S LIKE SHE WAS JUST BORN. NO MEMORIES, NOTHING.
INTRIGUING. IF WHAT SHE SAYS IS CORRECT, THERE'S ONLY ONE--
BEHIND ME.
RRAAA!
LET'S TRY THIS AGAIN, WALL-CRAWLER!
YOU'RE EITHER A SLOW LEARNER, OR YOU JUST ENJOY BEING EMBARRASSED. YOU COULDN'T TOUCH ME IF--
TOUCH, SMART GUY.

I DON'T KNOW WHAT THE HELL YOUR PROBLEM IS TODAY, WEBS, BUT WE'RE ABOUT TO FIND OUT.
RACHEL! TAKE A LOOK IN HIS HEAD, MAKE SURE HE'S WHO HE SAYS HE IS.
WHAT?
THE TELEPATH.
THIS...THIS IS NOT GOOD. I POSSESS ALL OF PARKER'S MEMORIES, BUT MINE...SHE COULD SEE ME IN THIS MIND AS WELL.
SHE COULD SEE WHO I TRULY AM.
THIS CALLS FOR...GOD HELP ME...A LITTLE PARKER CHARM.
ARE YOU KIDDING ME? JUST USE YOUR BADGER SENSES, OR WHATEVER YOU'VE GOT...DO I SMELL LIKE ME?
...YEAH. DOESN'T MEAN YOU'RE NOT POSSESSED OR SOMETHING.
RIGHT. BECAUSE SAVING THE CITY FROM A GIANT SPIDER WAS SO SUSPICIOUS. NOT LIKE YOU X-MEN. WHEN YOU GUYS GET POSSESSED, YOU TAKE OVER THE PLANET AND SET IT ON FIRE.
ENOUGH. RACHEL--
SEE MOST X-MEN COMICS--PHOENIX FORCE PYLE.
I DON'T WEAR THIS MASK FOR FUN. STAY OUT OF MY HEAD. IF SHE READS MY MIND, I WILL SERIOUSLY SUE YOU.
TAXI!
PRETTY SURE CAPTAIN AMERICA WOULDN'T APPROVE OF YOU INVADING MY PRIVACY.
LOGAN, NO. HE'S RIGHT.
PERFECT. NOW, TO SEAL IT.
BESIDES... YOU CAN'T TELL ME YOU'VE NEVER THOUGHT ABOUT BEATING UP WOLVERINE.
GOOD POINT.
TRUE.
I'M THINKING ABOUT IT RIGHT NOW.

HERE'S A NOVEL THOUGHT... LET'S PUT ASIDE OUR DIFFERENCES AND WORK TOWARD A COMMON GOOD.
IN THIS CASE, OUR PROBLEMATIC YOUNG SPIDER-GIRL.
SHE'S ACTUALLY QUITE TROUBLING. I CANNOT ACCOUNT FOR HER LACK OF MIND, AND WHILE SHE POSSESSES MUTANT DNA...
...SHE IS NOT A MUTANT.
SOMEONE GENETICALLY ENGINEERED HER.
HUMAN DNA, MUTANT DNA...
...AND ARACHNID DNA.
Park Ave
East 41
THREE GUESSES WHO DID THIS.
MR. SINISTER? ISN'T HE DEAD?
I DO SEE TRACES OF HIS HANDIWORK HERE, BUT IF THIS IS MR. SINISTER'S WORK, HIS GENETIC HOBBY HAS EXPANDED INTO TWO NEW SPECIES.
HE'S NEVER SHOWN INTEREST IN HUMAN OR ANIMAL DNA BEFORE.
I THINK WE CAN TAKE IT FROM HERE.
FINE.
HEY... ARE YOU OKAY?
YOU DO SEEM A LITTLE... DIFFERENT.
PEOPLE CHANGE.
I WOULD THINK MUTANTS WOULD UNDERSTAND THAT.
IF HE DOESN'T KNOW ALREADY, BEAST WILL LEARN SOON ENOUGH. THE GIRL HAS THE MIND OF A NEWBORN BECAUSE SHE WAS MOST LIKELY BORN YESTERDAY.
SHE'S A CLONE.

I DON'T KNOW MUCH ABOUT THIS SINISTER PERSON, BUT JUDGING BY THE COLOR OF THAT GIRL'S HAIR...
I'D CALL THAT A SUCCESS.
...THERE'S SOMEONE ELSE WHO COULD VERY WELL BE RESPONSIBLE FOR THIS.
WOULDN'T YOU?
A HEADACHE I WOULD MUCH RATHER NOT HAVE TO DEAL WITH.
I'LL HAVE TO SEND A NICE FRUIT BASKET TO YOUR BOSS. CHOCOLATES, MAYBE, GIVEN HOW BRILLIANT HIS WORK IS.
"DEAR MISTER SINISTER... THANKS FOR ACCESS TO YOUR GENETIC CANDY STORE."
THIS WILL TAKE SOME TIME...
...BUT I HAVE A LOT OF WORK TO DO.
A JACKAL NIPPING AT MY HEELS.
Next:
The Future Foundation!

AVENGING SPIDER-MAN

NEXT:

ALSO:

DAREDEVIL #22

CAPTAIN MARVEL #9

SUPERIOR SPIDER-MAN #1

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